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**Morgan, Lewis
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C O U N S E L O R S A T L A W

Dennis N. Barnes
202-467-7060

April 15, 1998

BY HAND DELIVERY

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

RECORDATION NO. **21048-B** FILED

APR 15 '98

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RECEIVED
SURFACE TRANSPORTATION
BOARD

Re: CN 1997 Statutory Trust, Canadian National Railway Company, and State Street Bank and Trust Company of Connecticut, National Association -- Amendment of Railroad Equipment Lease

Dear Mr. Williams:

I have enclosed nine originals of the document described below to be recorded pursuant to Section 11301 of Title 49 of the United States Code:

Amendment Memorandum of Lease of Railroad Equipment dated as of March 26, 1998 between CN 1997 Statutory Trust and Canadian National Railway Company.

The Amendment Memorandum of Lease of Railroad Equipment is a secondary document, dated as of March 26, 1998. The primary document to which this is connected is recorded under Recordation No. 21048.

WA03-109002-1

Philadelphia	Washington	New York	Los Angeles	Miami	Harrisburg	Pittsburgh	Princeton
	London	Brussels	Frankfurt	Tokyo	Singapore	Jakarta	

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The names and addresses of the parties to the document are as follows:

Lessor: CN 1997 Statutory Trust, a statutory trust created under the laws of Connecticut pursuant to the Trust Agreement dated as of October 15, 1997 between Connell Finance Company, Inc., 45 Cardinal Drive, Westfield, New Jersey 07090-1099, and State Street Bank and Trust Company of Connecticut, National Association, 225 Asylum Street, Goodwin Square, Hartford, Connecticut 06103

Lessee: Canadian National Railway Company, 935 de La Gauchetiere Street West, Montreal, Quebec, Canada H3B 2M9

A description of the equipment covered by the lease document follows:

Fifty General Motors Model SD-40-3 diesel-electric locomotives, bearing the road numbers GCFX 6030 through GCFX 6079, and all additions thereto, alterations thereof, replacements thereof and substitutions therefor.

A short summary of the Amendment Memorandum of Lease of Railroad Equipment to appear in the index follows:

Amendment Memorandum of Lease of Railroad Equipment dated as of March 26, 1998 between Canadian National Railway Company and CN 1997 Statutory Trust, a statutory trust created under the laws of Connecticut pursuant to the Trust Agreement dated as of October 15, 1997 between Connell Finance Company, Inc. and State Street Bank and Trust Company of Connecticut, National Association, covering fifty General Motors Model SD-40-3 diesel-electric locomotives, bearing the road numbers GCFX 6030 through GCFX 6079, and all additions thereto, alterations thereof, replacements thereof and substitutions therefor. This Amendment shows for the public record the manufacturer's frame numbers and the original road numbers of said railroad equipment.

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A fee of \$24.00 is enclosed. Please return one original of the document and any extra copies not needed by the Board for recordation to:

Morgan, Lewis & Bockius LLP
1800 M Street, N.W.
Washington, D.C. 20036
Attn: Dennis N. Barnes, Esq.

If you have any questions concerning the enclosed documents, please contact the undersigned at (202) 467-7060.

Very truly yours,

A handwritten signature in black ink that reads "Dennis N. Barnes". The signature is written in a cursive, flowing style with a long horizontal stroke at the end.

Dennis N. Barnes
Attorney for Connell Finance Company, Inc.

Enclosures
DNB:ll

APR 15 '98

12-19 PM

AMENDMENT MEMORANDUM OF LEASE OF RAILROAD
EQUIPMENT dated as of March 26, 1998, between
CANADIAN NATIONAL RAILWAY COMPANY, a corporation
continued under the laws of Canada (hereinafter
called the **Lessee**), and CN 1997 STATUTORY TRUST, a
Connecticut statutory trust (hereinafter called
the **Lessor**).

WHEREAS the Lessor is a statutory trust created under
the laws of Connecticut pursuant to the Trust Agreement dated as
of October 15, 1997, between Connell Finance Company, Inc., and
State Street Bank and Trust Company of Connecticut, National
Association;

WHEREAS the Lessee and the Lessor have entered into
that certain Lease of Railroad Equipment dated as of October 15,
1997, covering 50 General Motors model SD-40-3 diesel-electric
locomotives, bearing the road numbers GCFX 6030 through GCFX
6079, and all additions thereto, alterations thereof,
replacements thereof and substitutions therefor; and

WHEREAS a memorandum of said Lease of Railroad
Equipment has been recorded with the Surface Transportation Board
pursuant to section 11301 of Title 49 of the United States Code
on December 9, 1997, and assigned recordation number 21048.

IN WITNESS WHEREOF, the parties wish to show for the
public record the manufacturer's frame numbers and the original
road numbers of said railroad equipment, as set forth in Schedule
A hereto, and accordingly have caused this amendment memorandum
to be executed by their officers thereunto duly authorized, as of
the date first above written.

CANADIAN NATIONAL RAILWAY COMPANY,

by

Alan J. ...
Treasurer & P.T.C.

CN 1997 STATUTORY TRUST,

by STATE STREET BANK AND TRUST COMPANY
OF CONNECTICUT, NATIONAL ASSOCIATION,
not in its individual capacity but
solely as trustee,

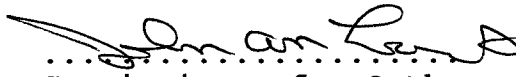
by

Approved
as to form

Me. Me.

PROVINCE OF QUEBEC)
) SS.:
DISTRICT OF MONTREAL)

On this 24th day of March, 1998, before me personally appeared Sean Finn, to me personally known, who, by me being duly sworn, says that he is Treasurer and Principal Tax Counsel of CANADIAN NATIONAL RAILWAY COMPANY, that the foregoing instrument was signed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.


.....
Commissioner for Oaths

My commission expires 9/14/98

JOHN LAMONT
Commissioner for Oaths
Commissaire à l'Assermentation
Province of Quebec
Expires September 14, 1998

STATE OF CONNECTICUT)
) SS.:
COUNTY OF HARTFORD)

On this day of March, 1998, before me personally appeared Kathy A. Larimore, to me personally known, who, by me being duly sworn, says that she is an Assistant Vice President of STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, NATIONAL ASSOCIATION, and that the foregoing instrument was signed on behalf of said association by authority of its board of directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said association.


.....
Notary Public

My commission expires

KAREN R. FELT
NOTARY PUBLIC
My Commission Expires 02/28/99

SCHEDULE A

EQUIPMENT

<u>Quantity and Description</u>	<u>Manufacturer's Frame Number</u>	<u>Original Road Number</u>	<u>Current Road Number</u>
50 General Motors model SD-40-3 diesel-electric locomotives	A-2517	CN 5200	GCFX 6030
	A-2493	CN 5176	GCFX 6031
	A-2432	CN 5173	GCFX 6032
	A-2379	CN 5120	GCFX 6033
	A-2519	CN 5202	GCFX 6034
	A-2415	CN 5156	GCFX 6035
	A-2374	CN 5115	GCFX 6036
	A-2381	CN 5122	GCFX 6037
	A-2515	CN 5198	GCFX 6038
	A-2494	CN 5177	GCFX 6039
	A-2412	CN 5153	GCFX 6040
	A-2384	CN 5125	GCFX 6041
	A-2506	CN 5189	GCFX 6042
	A-2394	CN 5135	GCFX 6043
	A-2402	CN 5143	GCFX 6044
	A-2529	CN 5212	GCFX 6045
	A-2511	CN 5194	GCFX 6046
	A-2536	CN 5219	GCFX 6047
	A-2523	CN 5206	GCFX 6048
	A-2357	CN 5098	GCFX 6049
	A-2507	CN 5190	GCFX 6050
	A-2512	CN 5195	GCFX 6051
	A-2598	CN 5236	GCFX 6052
	A-2509	CN 5192	GCFX 6053
	A-2528	CN 5211	GCFX 6054
	A-2533	CN 5216	GCFX 6055
	A-2600	CN 5238	GCFX 6056
	A-2510	CN 5193	GCFX 6057
	A-2369	CN 5110	GCFX 6058
	A-2514	CN 5197	GCFX 6059
	A-2420	CN 5167	GCFX 6060
	A-2599	CN 5237	GCFX 6061
	A-2345	CN 5086	GCFX 6062
	A-2521	CN 5204	GCFX 6063
	A-2371	CN 5112	GCFX 6064
	A-2516	CN 5199	GCFX 6065
	A-2386	CN 5127	GCFX 6066
	A-2417	CN 5158	GCFX 6067
	A-2405	CN 5146	GCFX 6068
	A-2429	CN 5170	GCFX 6069
	A-2397	CN 5138	GCFX 6070

SCHEDULE A (Continued)

EQUIPMENT

<u>Quantity and Description</u>	<u>Manufacturer's Frame Number</u>	<u>Original Road Number</u>	<u>Current Road Number</u>
	A-2427	CN 5168	GCFX 6071
	A-2396	CN 5137	GCFX 6072
	A-2498	CN 5181	GCFX 6073
	A-2341	CN 5082	GCFX 6074
	A-2428	CN 5169	GCFX 6075
	A-2407	CN 5148	GCFX 6076
	A-2593	CN 5231	GCFX 6077
	A-2496	CN 5179	GCFX 6078
	A-2408	CN 5149	GCFX 6079